

**HYDRO S & S INDUSTRIES LIMITED**  
**(A Kingfa Group Company)**

**Corporate Social Responsibility (CSR) Committee**

**Abstract**

The Committee has been established by resolution passed by the Board of Directors of the Company at the meeting held on 13<sup>th</sup> November, 2015 and is to be known as the “Hydro S & S Industries Limited Corporate Social Responsibility Committee”. This document describes the structure, contents, scope of decisions and composition of the HSSIL CSR Committee constituted by the Board of Directors of the Company, as per the provisions of the Companies Act 2013, where key decisions for Sustainability and Corporate Responsibility Local Directive for HSSIL are discussed and recommended.

**1. Scope**

The purpose of the HSSIL CSR Committee is to formulate and recommend the annual Sustainability and CR Program and Budget. The HSSIL CSR Committee shall also align HSSIL Sustainability & CR Local Directive with the, KINGFA Group Sustainability Policy and Sustainability & CR Strategy and ensure that decisions are evaluated from this perspective.

**2. Activities**

- › To review and assess the adequacy of Sustainability and Corporate Responsibility Policies and Directives.
- › To approve and follow-up Sustainability and CR strategy, objectives and targets, and assign resources to meet the strategy.
- › To align work and priorities across different units.
- › To approve the annual Sustainability and Corporate Responsibility Report.

**3. Participants**

The Committee currently comprises the following Director Members:

1. Mr.Dilip Dinkar Kulkarni, Chairman
2. Mr.N.K.Ramaswamy, Member
3. Mr.Wu Xiaohui, Member

In the absence of the HSSIL CSR Committee Chairman, those members present shall elect one of Directors present to chair the Meeting.

Mr.S.K.Subramanyan, Company Secretary will be the Committee Secretary.

#### **4. Meetings, Agenda, Records and Plan**

The HSSIL CSR Committee shall meet at such frequency as it deems appropriate but in any event shall be held not less than four (4) times a year.

A duly convened meeting of the HSSIL CSR Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the HSSIL CSR Committee.

The agenda for the HSSIL CSR Committee shall be prepared by the Company Secretary in consultation with the Chairman of the Committee, and would be sent out to all Members.

Minutes of Meeting shall be prepared by the Secretary of the HSSIL CSR Committee at the request of the Chairman or any member thereof. The Secretary to the HSSIL CSR Committee shall record the proceedings and resolutions of meetings of the HSSIL CSR Committee and shall circulate the minutes of such meetings to all members of the HSSIL CSR Committee as per the provisions of the Companies Act 2013.

#### **5. Duties and Responsibilities**

The responsibilities of the HSSIL CSR Committee shall be :

5.1 To review, agree, establish the Company's HSSIL S&CR Directive and its implementation in India, in compliance to the provisions of the section 135 of the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014 and recommend the same for the approval of the Board;

5.2 To develop, formulate and recommend for acceptance by the Board, on all aspects of HSSIL S&CR Directive including the projects and programs relating to the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and other HSSIL CSR-related matters as may be determined by the HSSIL CSR Committee from time to time;

5.3 To prepare its budget and recommend the amount of expenditure to be incurred on the activities referred to in the HSSIL CSR policy as per the provisions of the Companies Act 2013;

5.4 To recommend to the Board and seek approval for the modalities of utilization of funds;

5.5 To monitor and report to the Board the compliance with the HSSIL S&CR Directive and to review performance against agreed targets.

5.6 To display the Company's CSR activities and Policy on the Company website.

5.7 To consider other topics, pertaining to the CSR Policy as referred to it by the Board.

## **6. Reporting Procedures**

The HSSIL CSR Committee shall:

6.1 Report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.

6.2 Make whatever recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is required.

6.3 Report on its responsibilities and activities during the year in HSSIL CSR Report to be published at the same time as the Company's Annual Report.

6.4 Publicize its activities and success stories on the HSSIL Website.

## **7. Amendments**

The constitution of the HSSIL CSR Committee, the roles, responsibilities and other provisions detailed above may be amended by a decision taken by the Board of Directors.